

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
MEMORIAL PRODUCTION	§	Case No. 17-30262
PARTNERS LP, et al.,	§	
	§	(Jointly Administered)
Debtors.¹	§	
	§	

NOTICE OF FILING OF THIRD AMENDMENT TO PLAN SUPPLEMENT

PLEASE TAKE NOTICE that, on January 16, 2017, Memorial Production Partners LP and its debtor affiliates in the above-captioned cases, as debtors and debtors in possession (collectively, the “**Debtors**”), commenced cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that, on January 17, 2017, the Debtors filed the *Joint Plan of Reorganization of Memorial Production Partners LP, et al. under Chapter 11 of the Bankruptcy Code* (ECF No. 18).

PLEASE TAKE FURTHER NOTICE that, on February 24, 2017, the Debtors filed the *Amended Joint Plan of Reorganization of Memorial Production Partners LP, et al. under Chapter 11 of the Bankruptcy Code* (the “**Amended Plan**”) (ECF No. 228).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Memorial Production Partners LP (6667); Memorial Production Partners GP LLC; MEMP Services LLC (1887); Memorial Production Operating LLC; Memorial Production Finance Corporation (3356); WHT Energy Partners LLC; WHT Carthage LLC; Memorial Midstream LLC; Beta Operating Company, LLC; Columbus Energy, LLC; Rise Energy Operating, LLC; Rise Energy Minerals, LLC; Rise Energy Beta, LLC; San Pedro Bay Pipeline Company (1234); and Memorial Energy Services LLC. The Debtors’ mailing address is 500 Dallas Street, Suite 1600, Houston, Texas 77002.

PLEASE TAKE FURTHER NOTICE that, on March 24, 2017, pursuant to the *Order (I) Approving the Adequacy of Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Form of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* (Docket No. 245), the Debtors filed a plan supplement containing certain documents necessary to implement the terms of the Amended Plan (ECF No. 283) (the “**Plan Supplement**”).

PLEASE TAKE FURTHER NOTICE that on March 31, 2017 the Debtors file an amendment to the Plan Supplement, attaching the Management Incentive Plan (Exhibit I to the Plan Supplement) (ECF No. 317).

PLEASE TAKE FURTHER NOTICE that on April 3, 2017 the Debtors filed the Second Amendment to the Plan Supplement attaching the list of Directors and Officers of Reorganized Debtors (Exhibit J to the Plan Supplement) (ECF No. 326).

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file the Third Amendment to the Plan Supplement attaching a revised list of Directors and Officers of Reorganized Debtors (Exhibit J to the Plan Supplement).

PLEASE TAKE FURTHER NOTICE that the documents contained in the Plan Supplement are integral to, and are considered part of, the Amended Plan. If the Amended Plan is approved, the documents contained in the Plan Supplement will be approved by the Bankruptcy Court pursuant to the order confirming the Amended Plan.

PLEASE TAKE FURTHER NOTICE that the Debtors intend that, upon the effective date of the Amended Plan, the parent company of the Reorganized Debtors will be named “Amplify Energy Corp.”

PLEASE TAKE FURTHER NOTICE that copies of the exhibits contained in this Plan Supplement, and all documents filed in these chapter 11 cases are available free of charge by visiting <http://www.omnimgt.com/memorialpp> or by calling 877-773-8184. You may also obtain copies of the pleadings by visiting the Bankruptcy Court's website at <https://ecf.txsbs.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: April 4, 2017
Houston, Texas

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-and-

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*Attorneys for the Debtors and
Debtors in Possession*

Exhibit J to the Plan Supplement

Directors and Officers of Reorganized Debtors

Evan Lederman is a Managing Director, Co-Head of Restructuring and a Partner on the Investment Team at Fir Tree Partners. Mr. Lederman focuses on the funds' distressed credit and special situation investment strategies, including co-managing its energy restructuring initiatives. Prior to joining Fir Tree Partners, Mr. Lederman worked in the Business Finance and Restructuring groups at Weil, Gotshal & Manges LLP and Cravath, Swaine & Moore LLP. In addition to Amplify Energy, Mr. Lederman is currently a member of the board, in his capacity as a Fir Tree Partner's employee, of Linn Energy (Chairman), New Emerald Energy LLC, and Deer Finance, LLC. Mr. Lederman received a J.D. degree with honors from New York University School of Law and a B.A., magna cum laude, from New York University.

David Proman joined Fir Tree in 2010 and is a Managing Director, Co-Head of Restructuring and a Partner on the Investment team. Mr. Proman focuses on the funds' distressed credit investment strategies, most notably co-managing the firm's structured mortgage credit and energy restructuring initiatives. Mr. Proman has 13 years of investment experience in structured and corporate debt investing. Prior to joining Fir Tree, Mr. Proman helped manage the corporate and structured mortgage credit investments at Kore Advisors, a fixed income investment fund. Mr. Proman received a B.A in Economics from the University of Virginia.

Alex Shayevsky is a Senior Analyst on the Credit Team at Citadel. Mr. Shayevsky focuses on Citadel's stressed / distressed credit and special situation investment strategies. Mr. Shayevsky has 12 years of investment experience and has helped facilitate several corporate restructurings across energy, financial, airline, auto, and technology sectors. Prior to joining Citadel, Mr. Shayevsky was an Executive Director in Credit Trading at JPMorgan. Mr. Shayevsky graduated magna cum laude from New York University with a Bachelor of Science in Finance and Accounting.

Drew Scoggins is a Co-Founder and Managing Partner of Millennial Energy Partners. Under his leadership, the firm has secured private equity capital in excess of \$300 million and directly invested in oil and gas assets through eight investment vehicles. Prior to Millennial, Mr. Scoggins led BG Group plc's commercial and technical teams on oil and gas investments in the Haynesville shale, Marcellus shale, British Columbia, Chile, Equatorial Guinea and Trinidad and Tobago. Prior to joining BG, Mr. Scoggins was Strategic Planning Manager and Community and Public Relations Manager with Marathon Oil. Drew began his career with Bechtel Corporation as Project Controls Engineer in Equatorial Guinea, West Africa. He received his bachelor's degree in Economics and History from Vanderbilt University and earned his Master of Science in Foreign Service (MSFS) degree with a concentration in business and finance from Georgetown University.

Christopher Hamm is a 26 year veteran of the investment management industry and CEO of AXYS CAPITAL, an SEC registered private investment fund manager he founded in 2009. In 1998, Mr. Hamm founded Memorial Investment Advisors, a registered investment advisor, and Memorial Funds, an institutional multi-fund registered investment company, where he served as Chairman of the Board of Trustees, and developed Millennium Funds, an alternative investment private fund complex. Prior to founding his own firms, Mr. Hamm served as Executive Director – Institutional Services at CIBC Oppenheimer, Senior Vice President – Capital Markets at PaineWebber, and Vice President – Taxable Fixed Income at Howard Weil Labouisse & Friederichs.

William J. Scarff has served as Memorial Production Partners LP's general partner's President and Chief Executive Officer since September 2016, and prior to that, he served as President of Memorial Production Partners LP's general partner since January 2014 and as a member of the board of directors of Memorial Production Partners LP's general partner since March 2016. Mr. Scarff also served as President of Memorial Resource from January 2014 to January 2016. Previously, Mr. Scarff served as President of MRD LLC from January 2014 to June 2014. From 2000 through January 2014, Mr. Scarff served as President and Chief Executive Officer of several private exploration and production companies sponsored by NGP. From October 2010 until January 2014, Mr. Scarff was President and Chief Executive Officer of Propel Energy, LLC. Prior to that, he was President and Chief Executive Officer of Seismic Ventures, Inc. from 2006 to 2009. From 2005 to 2014, Mr. Scarff was President and Chief Executive Officer of Proton Operating Company, LLC and from 1999 to 2005, he was President and Chief Executive Officer of Proton Energy, LLC and its affiliates. From 1978 to 1999, Mr. Scarff held a variety of positions of increasing responsibility in Marathon Oil Company, Anadarko Production Company, Burlington Resources, Texas Meridian Resource Corporation and Hilcorp Energy Company. Mr. Scarff currently serves as a director on Memorial Production Partners LP's board of directors.

P. Michael Highum has served as a member of the board of directors of Memorial Production Partners LP's general partner since March 2012. Subsequent to his retirement in 2001, he has been primarily involved in managing his private investments. From 2002 to 2006, Mr. Highum served as an advisor to Fidelity Investments, where he helped establish and develop FIML Natural Resources LLC, an oil and gas exploration and production company. He co-founded HS & Associates in 1978, which was the predecessor to the NYSE-listed HS Resources, Inc., an independent oil and gas exploration and production company (later sold to Kerr McGee Corporation in 2001), where he served as President and Director. From 1995 to 2001, Mr. Highum served as a Director (and President in 1999) of the Colorado Oil and Gas Association. Prior to HS & Associates, Mr. Highum practiced corporate law in the San Francisco office of Pillsbury, Madison & Sutro, LLP. Mr. Highum currently serves as a director on Memorial Production Partners LP's board of directors.